

**MEMORANDUM OF
SURFACE USE AGREEMENT**

This Memorandum of Surface Use Agreement ("Memorandum") is made and executed as of the 18th day of June, 2013 to evidence that:

The Surface Use Agreement ("Agreement") dated the 18th day of June, 2013 was entered into by and between **Puckett Land Company** and **TOSCO Corporation**, a wholly owned subsidiary of **ConocoPhillips Corporation**, ("Owner") and **WPX Energy Rocky Mountain, LLC** ("Operator"), which, among other provisions, provides as follows:

- 1) Owner agrees that Operator may construct, operate, and maintain one (1) Tank Pad, as depicted on the attached Exhibit "A", for the construction, repair, maintenance, replacement, and operation of up to ten (10) three hundred (300) barrel storage tanks for a term of ten (10) years; and,
- 2) This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all personal representatives, successors, and assigns of the Parties.

This Memorandum is being executed by the Owner and Operator for the primary purpose of recording and thus advising all interested parties of the existence and validity of such Agreement, the exact terms and conditions of which are more fully stated in the unrecorded instrument on file with the respective parties. This Memorandum shall constitute notice to all parties of the existence of this Agreement as though it was described in total detail herein.

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the date first above written.

OWNER:

PUCKETT LAND COMPANY

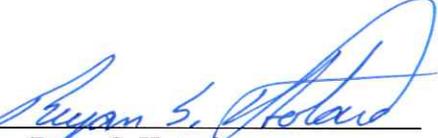
CONOCOPHILLIPS CORPORATION

By: 
Name: ERIC R STEARNS
Title: PRESIDENT

By: _____
Name: _____
Title: _____

OPERATOR:

WPX ENERGY ROCKY MOUNTAIN, LLC

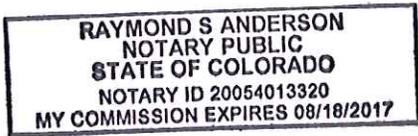
By: 
Name: Bryan S. Hotard
Title: Attorney-In-Fact

Acknowledgements

STATE OF COLORADO)
)
COUNTY OF ARAPAHOE)

On this 18th day of JUNE, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared ERIC R. STARNES known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed same in the capacity of PRESIDENT of **Puckett Land Company**.

My Commission Expires: 8/18/2017



Raymond S. Anderson
Notary Public

STATE OF _____)
)
COUNTY OF _____)

On this ___ day of _____, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared _____ known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed same in the capacity of _____ of **ConocoPhillips Corporation**.

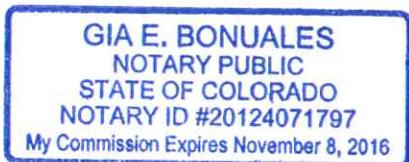
My Commission Expires: ___/___/___

Notary Public

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this 11 day of June, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Bryan S. Hotard** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed same in the capacity of **Attorney-In-Fact** of **WPX Energy Rocky Mountain, LLC**.

My Commission Expires: 11/8/16



Gia E. Bonuales
Notary Public

Exhibit "A"

Attached to and made a part hereof that certain SURFACE USE AGREEMENT dated June 18th, 2013 by and between Puckett Land Company and TOSCO Corporation, a wholly owned subsidiary of ConocoPhillips Company, ("Owner") and WPX Energy Rocky Mountain, LLC ("Operator")

